

RECORDATION NO. 24602 FILED

SEP 23 '03

4-06 PM

FIRST UNION RAIL

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



September 19, 2003

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 11, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Rogers Group, Inc.
235 East U.S. Hwy. 24
Kentland, IN 47951

A description of the railroad equipment covered by the enclosed document is seventeen (17) 2300 cubic foot capacity open-top manually operated discharge hopper cars, with FURX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Susan Grokulsky
Manager of Documentation

Enclosures

(ROGR003)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 11th day of August, 2003, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Rogers Group, Inc. ("Lessee"), an Indiana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 18, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of April 1, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Vice President Sales & Marketing
Title: _____

By: K.A. Dambrowski
Name: K.A. Dambrowski
Title: DIRECTOR OF DOCUMENTATION

Executed on this 11th day of August, 2003.

[CORPORATE SEAL]

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STATE OF ILLINOIS

SEP 23 '03

4:06 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of August, 2003.

Susan Grokulskey
Notary Public

Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

ROGERS GROUP, INC.

ATTEST:

By: _____

Name: _____

Title: _____

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Indiana

COUNTY OF Newton

I, Susan L. Ward, a Notary Public of the County and State aforesaid, certify that Tom Hingst personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of Aug, 2003.

Susan L. Ward
Notary Public
Susan L. Ward

Commission Expires:

3-22-09
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Seventeen (17)

DESCRIPTION OF CARS: 2300 cubic foot capacity open-top manually operated discharge
hopper cars with gross rail loads of 263,000.

CAR NUMBERS:	FURX 910001	FURX 910016
	FURX 910002	FURX 910018
	FURX 910004	FURX 910019
	FURX 910005	FURX 910021
	FURX 910006	FURX 910022
	FURX 910008	FURX 910023
	FURX 910009	FURX 910024
	FURX 910014	FURX 910026
	FURX 910015	